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20 **UNITED STATES DISTRICT COURT**
21 **NORTHERN DISTRICT OF CALIFORNIA**
22 **SAN FRANCISCO DIVISION**

23 In re PROVIDIAN FINANCIAL CORP.) Master File No. C-01-3952 CRB (JCS)
24 SECURITIES LITIGATION)
25) CLASS ACTION

26 _____)
27 This Document Relates to: All Actions)
28) _____)
29) _____)
30 _____)

31 **PROPOSED ORDER RE: THIRD DISTRIBUTION OF CLASS SETTLEMENT FUND**

AND NOW, this 5th day of May, 2011, upon consideration of Plaintiffs' Notice of Motion and Motion for Third Distribution of Class Settlement Fund ("Motion") and the Declaration of Bruce H. Cozzi (of Gilardi & Company, the Claims Administrator) Regarding Status of Settlement Fund (Exhibit 1 to Motion), it is hereby ORDERED as follows:

1. The Claims Administrator is directed to distribute the balance of the Settlement Fund after deducting the payments previously allowed and set forth herein (the “Net Settlement Fund”) to Class Members who (a) cashed their second distribution check and (b) would receive a check of \$10 or more. Such distribution shall be in proportion to the Recognized Claim allocable to each such eligible Class Member.

2. The Court approves payment to Gilardi & Company, the Claims Administrator, in the amount of \$1,500.00 from the Settlement Fund for its fees and unreimbursed expenses in connection with the third distribution of the Net Settlement Fund.

3. If after six months following such third distribution any funds shall remain in the Net Settlement Fund, any remainder shall be allocated for Cy Pres distribution to Legal Services Corporation (<http://www.lsc.gov/>), a non-sectarian, not-for-profit, 501(c)(3) organization that provides national civil legal aid for the poor.

Dated: May 05, 2011

BY THE COURT:

